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*Merger*

April 3, 2002

VIA FEDERAL EXPRESS

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

000005193070--9  
-04/04/02--01070--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Prodir Inc.

Dear Sir or Madam:

Enclosed are the original of the Articles of Merger of Prodir Inc., a Connecticut corporation with and into Prodir Inc., a Florida corporation ("Articles of Merger"). Please have the enclosed filed with the Florida Secretary of State, Division of Corporations, and return a certified copy of record of same to the attention of the undersigned at the Tampa, Florida address referenced in the above letterhead.

Also enclosed please find check no. 27841 in the amount of \$78.75 which represents payment of the following:

Filing Fee-Articles of Merger	\$70.00
Certified Copy of Record	8.75
TOTAL	\$ 78.75

*FOR*  
*4/10/02*

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

PRODIR INC., a Connecticut corporation not authorized to transact business in  
Florida

,

INTO

**PRODIR INC.**, a Florida entity, P02000033329

File date: April 4, 2002

Corporate Specialist: Annette Ramsey

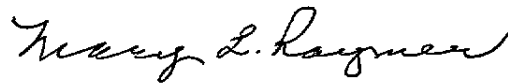
Florida Department of State

April 3, 2002

Page 2

Thank you for your assistance in this matter. Should you have any questions regarding the enclosed, please call me collect at (813) 222-5030 rather than returning the unfiled Articles of Merger.

Sincerely,

A handwritten signature in cursive script that reads "Mary L. Raymer".

Mary L. Raymer  
Legal Assistant

LJB:mr  
Enclosures

**ARTICLES OF MERGER OF**

**PRODIR INC.,  
a Connecticut corporation**

**WITH AND INTO**

**PRODIR INC.,  
a Florida corporation**

**FILED**  
**02 APR -4 PM 3:22**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned Prodir Inc., a Connecticut corporation, and Prodir Inc., a Florida corporation, adopt the following Articles of Merger.

1. The name of the surviving corporation of the merger is PRODIR INC., a Florida corporation (the "FL Corp."). The name of the merging corporation is Prodir Inc., a Connecticut corporation (the "CT Corp.).

2. A copy of the Plan and Agreement of Merger effective as of March 29, 2002, by and among the FL Corp. and the CT Corp. is attached hereto and incorporated herein by reference.

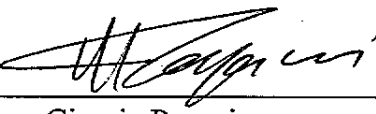
3. The merger shall become effective upon the latter of the filing of these Articles of Merger are filed with the Secretary of State of the State of Florida or the Certificate of Merger is filed with the Secretary of State of the State of Connecticut.

4. The Plan of Merger was adopted March 29, 2002 by all of the shareholders of the FL Corp. entitled to vote thereon by unanimous written consent without a meeting in the manner prescribed by Florida law.

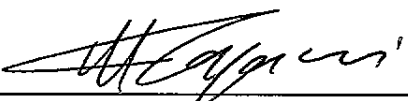
5. The Plan of Merger was adopted March 29, 2002 by all of the shareholders of the CT Corp. entitled to vote thereon by unanimous written consent without a meeting in the manner prescribed by Connecticut law.

IN WITNESS WHEREOF, these Articles of Merger have been executed as of the 29 day of March, 2002.

PRODIR INC., a Florida corporation

By:   
Name: Giorgio Pagani  
Title: Director

PRODIR INC., a Connecticut corporation

By:   
Name: Giorgio Pagani  
Title: Director

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## PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (this "Agreement of Merger"), dated as of March 29, 2002, is entered into by and between Prodir Inc., a Florida corporation (the "FL Corp."), and Prodir Inc., a Connecticut corporation (the "CT Corp. ").

### WITNESSETH:

WHEREAS, the FL Corp. is a corporation duly organized and existing under the laws of the State of Florida and, as of the date hereof, the authorized capital stock of the FL Corp. consists of 1,000 shares of Common Stock, par value \$0.01 per share (the "FL Corp. Common Stock"), of which 1,000 shares are issued and outstanding;

WHEREAS, the CT Corp. is a corporation duly organized and existing under the laws of the State of Connecticut and, as of the date hereof, the authorized capital stock of the CT Corp. consists of 20,000 shares of Common Stock, no par value stock (the "CT Corp. Common Stock"), of which 1,000 shares are issued and outstanding;

WHEREAS, the respective Boards of Directors of the CT Corp. and the FL Corp. deem it advisable and in the best interests of their respective corporations and stockholders to have the CT Corp. merge with and into the FL Corp. pursuant to this Agreement and the applicable provisions of the laws of the State of Florida and the State of Connecticut, (such transaction being hereinafter referred to as the "Merger"); and the Board of Directors and stockholders of each of the CT Corp. and the FL Corp. have approved this Agreement and the Merger contemplated hereby;

WHEREAS, the FL Corp. and the CT Corp. and their respective shareholders believe it is advisable and in their mutual interests that the FL Corp. carry on and continue the historic business of the CT Corp. after the Merger.

NOW, THEREFORE, the parties hereto, in consideration of the premises, mutual covenants and agreements herein contained, hereby agree as follows:

### ARTICLE 1 THE MERGER

On the Effective Date of the Merger and in accordance with the laws of the State of Florida and the State of Connecticut, the CT Corp. shall merge with and into the FL Corp., with the FL Corp. being the corporation surviving the Merger (hereafter sometimes referred to as the "Surviving Corporation") as a corporation organized and existing under the laws of the State of Florida.

ARTICLE 2  
EFFECTIVE DATE

Articles of Merger, substantially in the form attached as Appendix "A" hereto, executed in accordance with the laws of the State of Florida shall be filed with the Secretary of State of the State of Florida. A Certificate of Merger, substantially in the form attached as Appendix "B" hereto, executed in accordance with the laws of the State of Connecticut shall be filed with the Secretary of State of the State of Connecticut. The Merger shall become effective on the latter of the filing of the Articles of Merger with the Secretary of State of the State of Florida or the filing of the Certificate of Merger with the Secretary of State of the State of Connecticut, herein sometimes referred to as the "Effective Date of the Merger."

ARTICLE 3  
CERTAIN RESULTS OF THE MERGER

(a) Succession by Surviving Corporation; Effects of the Merger. Upon the Merger becoming effective and by virtue thereof the CT Corp. and the FL Corp. shall become and be a single corporation, with the FL Corp. as the Surviving Corporation, and the separate corporate existence of the CT Corp. and the FL Corp. shall cease.

(b) Articles of Incorporation, Bylaws and Officers and Directors of Surviving Corporation. Upon the Merger becoming effective:

(i) The Articles of Incorporation of the FL Corp. as in effect immediately prior to the Merger becoming effective, shall be the Articles of Incorporation of the Surviving Corporation until amended in the manner provided by law and said Articles of Incorporation.

(ii) The Bylaws of the FL Corp. in effect immediately prior to the Merger becoming effective shall be the Bylaws of the Surviving Corporation until amended in the manner provided by law, the Articles of Incorporation of the Surviving Corporation and said Bylaws.

(iii) The officers and directors of the FL Corp. immediately prior to the Merger becoming effective shall continue as the officers and directors of the Surviving Corporation for the full unexpired terms of their respective offices or until their respective successors have been duly elected or appointed and qualified.

ARTICLE 4  
CONVERSION AND EXCHANGE OF SHARES  
UPON THE EFFECTIVE DATE OF THE MERGER

(a) The FL Corp. Shares. Each share of the FL Corp. Common Stock issued and outstanding prior to the Effective Date of the Merger, shall continue to be outstanding at and after

the Effective Date of the Merger as a share of Common Stock, \$0.01 par value, of the Surviving Corporation.

(b) Cancellation of the CT Corp. Shares. Upon the Effective Date of the Merger, each share of the CT Corp.'s Capital Stock, which is issued and outstanding immediately prior to the Effective Date, shall be canceled and retired.

## ARTICLE 5 MISCELLANEOUS

(a) Amendments. This Agreement shall not be modified or amended except by an instrument in writing signed by or on behalf of the parties hereto.

(b) Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

(c) Governing Law. This Agreement shall be governed in all respects, including validity, interpretation and effect, by the laws of the State of Florida.

(d) Assignment. This Agreement and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns, but neither this Agreement nor any of the rights, interest or obligations hereunder shall be assigned by any of the parties hereto without the prior written consent of the other parties.

(e) Headings. The headings of the sections and articles of this Agreement are inserted for convenience only and shall not constitute a part hereof.



IN WITNESS WHEREOF, the parties hereto have caused this Plan and Agreement of Merger to be duly executed on their behalf as of the date first above written.

PRODIR INC., a Florida corporation

By: 

Name: Giorgio Pagani

Title: Director

PRODIR INC., a Connecticut corporation

By: 

Name: Giorgio Pagani

Title: Director

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**ARTICLES OF MERGER OF**

**PRODIR INC.,**  
**a Connecticut corporation**

**WITH AND INTO**

**PRODIR INC.,**  
**a Florida corporation**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned Prodir Inc., a Connecticut corporation, and Prodir Inc., a Florida corporation, adopt the following Articles of Merger.

1. The name of the surviving corporation of the merger is PRODIR INC., a Florida corporation (the "FL Corp."). The name of the merging corporation is Prodir Inc., a Connecticut corporation (the "CT Corp.").
2. A copy of the Plan and Agreement of Merger effective as of March 29, 2002, by and among the FL Corp. and the CT Corp. is attached hereto and incorporated herein by reference.
3. The merger shall become effective upon the latter of the filing of these Articles of Merger are filed with the Secretary of State of the State of Florida or the Certificate of Merger is filed with the Secretary of State of the State of Connecticut.
4. The Plan of Merger was adopted March 29, 2002 by all of the shareholders of the FL Corp. entitled to vote thereon by unanimous written consent without a meeting in the manner prescribed by Florida law.

5. The Plan of Merger was adopted March 29, 2002 by all of the shareholders of the CT Corp. entitled to vote thereon by unanimous written consent without a meeting in the manner prescribed by Connecticut law.

IN WITNESS WHEREOF, these Articles of Merger have been executed as of the 29 day of March, 2002.

PRODIR INC., a Florida corporation

By: 

Name: Giorgio Pagani

Title: Director

PRODIR INC., a Connecticut corporation

By: 

Name: Giorgio Pagani

Title: Director

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**CERTIFICATE OF MERGER OF**

**PRODIR INC.,**  
**a Connecticut corporation**

**WITH AND INTO**

**PRODIR INC.,**  
**a Florida corporation**

Pursuant to the provisions of the Connecticut Business Corporation Act, the domestic business corporation and the foreign business corporation hereinafter named do hereby submit the following Certificate of Merger.

1. Annexed hereto and made a part hereof as Exhibit A, is the Plan and Agreement of Merger for merging Prodir Inc., a Connecticut Corporation (the "CT Corp.") with and into Prodir Inc., a Florida corporation (the "FL Corp.") as adopted by unanimous written consent of the Board of Directors of the FL Corp. on March 29, 2002 and adopted by unanimous written consent of the Board of Directors of the CT Corp. on March 29, 2002.
2. The Plan and Agreement of Merger was adopted March 29, 2002 by all of the shareholders of the CT Corp. by unanimous written consent without a meeting by the sole voting group entitled to vote. The number of votes cast was sufficient for approval.
3. The Plan and Agreement of Merger was adopted March 29, 2002 by all of the shareholders of the FL Corp. by unanimous written consent without a meeting by the sole voting group entitled to vote. The number of votes cast was sufficient for approval.
4. The merger of the CT Corp. with and into the FL Corp. is permitted by the laws of the State of Florida and has been authorized in compliance with said laws.

5. The merger shall become effective upon the latter of the filing of this Certificate of Merger with the Secretary of State of the State of Connecticut or the filing of the Articles of Merger with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, this Certificate of Merger has been executed as of this 29 day of March, 2002.

PRODIR INC., a Connecticut corporation

By: 

Name: Giorgio Pagani

Title: Director

PRODIR INC., a Florida corporation

By: 

Name: Giorgio Pagani

Title: Director

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Appendix "B"

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TOTAL P.05